

IN THE UNITED STATES
PATENT AND TRADEMARK OFFICE

Declaration and Power of Attorney

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name.

I believe I am an original, first and joint inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled **VOICE-TO-REMAINING AUDIO (VRA) INTERACTIVE CENTER CHANNEL DOWNMIX**, that is filed herewith.

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by an amendment, if any, specifically referred to in this oath or declaration.

I acknowledge the duty to disclose all information known to me which is material to patentability as defined in Title 37, Code of Federal Regulations, 1.56.

I hereby claim foreign priority benefits under Title 35, United States Code, 119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

None

I hereby claim the benefit under Title 35, United States Code, 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, 112, I acknowledge the duty to disclose all information known to me to be material to patentability as defined in Title 37, Code of Federal Regulations, 1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application:

Serial No. 60/139,242 filed June 15, 1999

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

10551/80

I hereby appoint the following attorney(s) with full power of substitution and revocation, to prosecute said application, to make alterations and amendments therein, to receive the patent, and to transact all business in the Patent and Trademark Office connected therewith:

William K. Wells, Jr.
Sterlon R. Mason

(Reg. No. 27,042)
(Reg. No. 41,179)

Please address all correspondence to Sterlon R. Mason, Kenyon & Kenyon, 1500 K Street NW, Suite 700, Washington, D.C. 20005. Telephone calls should be made to Sterlon R. Mason. at (202) 220-4240.

Full name of first inventor: Michael A. Vaudrey

Inventor's signature: Michael A. Vaudrey Date: 5/26/00

Residence: 1501 Oriole Drive
Blacksburg, Virginia 24060

Citizenship: United States

Post Office Address: same

Full name of second inventor: William R. Saunders

Inventor's signature: Will R. Saunders Date: 5/26/00

Residence: 2509 Plymouth Street
Blacksburg, Virginia 24060

Citizenship: United States

Post Office Address: same

ASSIGNMENT

WHEREAS, WE, Michael A. VAUDREY and William R. SAUNDERS (hereinafter "INVENTORS"), each a citizen of the United States of America, residing at:

Michael A. Vaudrey, of 1505 Oriole Drive, Blacksburg, VA 24060

William R. Saunders, of 2509 Plymouth Street, Blacksburg, VA 24060,
respectively.

have made new and useful improvements in an invention entitled:

VOICE-TO-REMAINING AUDIO (VRA) INTERACTIVE CENTER CHANNEL DOWNMIX
for which an application for United States Letters Patent is filed herewith; and

WHEREAS, Hearing Enhancement Company LLC, a Limited Liability Company a corporation duly organized and existing under and by virtue of the laws of the Commonwealth of Virginia, and having its principal place of business at 3904 Franklin Road, Suite B, Roanoke, VA 24014 (hereinafter "ASSIGNEE") is desirous of acquiring the entire right, title, benefit, privilege and interest in and to said application and the invention therein described and claimed, and to any Letters Patent that may be granted therefor in the United States and in any and all foreign countries;

NOW THEREFORE, for and in consideration of the sum of One Dollar U.S. (\$1.00) lawful money of the United States, and other valuable considerations, in hand paid to us, the receipt and sufficiency whereof is hereby acknowledged, the said INVENTORS, without reservations, hereby:

1. ASSIGN, transfer, convey and do hereby sell, assign and transfer unto ASSIGNEE, its successors and assigns, the entire right, title and interest in and to said application for Letters Patent of the United States of America and the invention therein contained, including the right to apply for any Letters Patent in the United States of America and in any and all foreign countries on said invention, and any and all other applications for Letters Patent on said invention, in whatsoever countries, including all divisions, reissues, continuations and extensions thereof, and Convention applications based in whole or in part upon said invention or upon said application, to the full end of the term or terms for which said Letters Patent may be issued, and every priority right that is or may be predicated upon or

arise from said invention, said application, or said Letters Patent, the same to be held and enjoyed by ASSIGNEE, its successors and assigns

2. AUTHORIZE ASSIGNEE to file patent applications in any or all countries for any or all of said inventions and discoveries in our names or in the name of Assignee or otherwise as Assignee may deem advisable, under the International Convention or otherwise;

3. AUTHORIZE and request the U.S. Patent and Trademark Office to issue or transfer any and all of said Letters Patent, when granted, to ASSIGNEE as the assignee of our entire undivided right, title and interest in and to the same, for the sole use and behoof of ASSIGNEE, its successors and assigns or otherwise as Assignee may direct;

4. WARRANT that we have not knowingly conveyed to others any right in said inventions, discoveries, applications or patents, or any license to use the same or to make, use or sell anything embodying or utilizing any of said inventions or discoveries; and that we have good right to assign the same to ASSIGNEE without encumbrance;

5. BIND our heirs, legal representatives and assigns, as well as ourselves, to do, upon ASSIGNEE's request and at ASSIGNEE's expense, but without additional consideration to us or them, all acts reasonably serving to assure that said inventions and discoveries, the said patent applications, and the said Letters Patent shall be held and enjoyed by ASSIGNEE as fully and entirely as the same could have been held and enjoyed by us, our heirs, legal representatives and assigns if this Assignment had not been made;

6. EXECUTE and deliver to ASSIGNEE all lawful application documents including petitions, specifications and oaths, and all Assignments, disclaimers and lawful affidavits in form and substance as may be requested by ASSIGNEE;

7. COMMUNICATE to ASSIGNEE or its representatives all facts known to us respecting said INVENTION or the history thereof, and to furnish ASSIGNEE with any and all documents, photographs, models, samples and other physical exhibits in our control or in the control of our heirs, legal representatives or assigns which may be useful for establishing the facts of our conceptions, disclosures and reduction to practice of said inventions and discoveries;

8. TESTIFY in any legal proceeding, sign all lawful papers, execute all divisional, continuation, substitution, renewal and reissue applications, execute all necessary assignment papers to cause any

and all of said Letters Patent to be issued to ASSIGNEE, make all rightful oaths and generally do everything possible to aid ASSIGNEE, its successors and assigns, to obtain and enforce proper protection for said INVENTION in the United States and its territorial possessions.

IN TESTIMONY WHEREOF, We have hereunto set our hands:

6/9/00
Date

Michael A. Vaudey
First Inventor: Michael A. VAUDREY

6/9/00
Date

Deanna Dickerson
Witness

6/9/00
Date

William R. Saunders
Second Inventor: William R. SAUNDERS

6/9/00
Date

Deanna Dickerson
Witness

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